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02049449

7 August 2002

The United States Securities and Exchange Commission,  
Division of Corporate Finance,  
Room 3094 (3-6),  
450 5<sup>th</sup> Street,  
Northwest,  
Washington DC 20549,  
USA.

SUPPL

**Exemption File 82-5204**

*New GKN PLC*

Dear Sir,

For your information I enclose a copy of an announcement sent to the London Stock Exchange yesterday.

Yours faithfully,



*P*

**David Pavey**  
Assistant Company Secretary

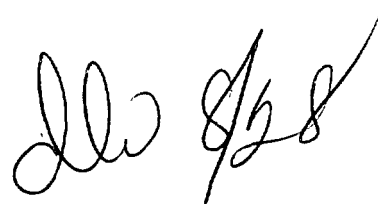
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*P* THOMSON  
FINANCIAL

Enc.

COMPLIANCE/SEC/COR/notification of press release



## **Directors' Interests in Shares of GKN plc**

On 6 August 2002, GKN Quest Trustee (No.2) Ltd, the trustee of the discretionary trust established by deed on 8 November 2001 to facilitate the operation of the GKN SAYE Share Option Schemes (the 'Schemes'), subscribed for 94,297 50p ordinary shares of GKN plc at 237p per share, representing 0.01% of the current issued share capital. The shares were immediately transferred by GKN Quest Trustee (No.2) Ltd to employees who had validly exercised options granted under the Scheme in respect of such shares.

The Executive Directors of GKN plc are potential beneficiaries under the discretionary trust (together with all other UK employees of the GKN Group) and are therefore interested in the shares whilst they are held by GKN Quest Trustee (No.2) Ltd.

G. Denham  
Company Secretary

6 August 2002